

QUINN EMANUEL URQUHART & SULLIVAN, LLP
Richard A. Schirtzer (Bar No. 150165)
865 Figueroa St., 10th Floor
Los Angeles, California 90017
Telephone: (213) 443-3000
Facsimile: (213) 443-3100
E-mail: richardschirtzer@quinnemanuel.com

QUINN EMANUEL URQUHART & SULLIVAN, LLP
Karin Kramer (Bar No. 87346)
Patrick Doolittle (Bar No. 203659)
Arthur M. Roberts (*pro hac vice* application pending)
50 California Street, 22nd Floor
San Francisco, California 94111-4788
Telephone: (415) 875-6600
Facsimile: (415) 875-6700
E-mail: karinkramer@quinnemanuel.com

Attorneys for Defendants Schwab Investments, Charles Schwab
Investment Management, Inc., Marianne Byerwalter, Donald F.
Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith,
Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab,
Randall W. Merk, Joseph H. Wender, and John F. Cogan

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

NORTHSTAR FINANCIAL ADVISORS, INC.,
on Behalf of Itself and All Others Similarly
Situated,

Plaintiff,

v.

SCHWAB INVESTMENTS, and MARIANNE
BYERWALTER, DONALD F. DORWARD,
WILLIAM A. HASLER, ROBERT G. HOLMES,
GERALD B. SMITH, DONALD R. STEPHENS,
MICHAEL W. WILSEY, CHARLES R.
SCHWAB, RANDALL W. MERK, JOSEPH H.
WENDER, and JOHN F. COGAN as TRUSTEES
OF SCHWAB INVESTMENTS; and CHARLES
SCHWAB INVESTMENT MANAGEMENT,
INC.

Defendants.

Case No. CV-08-4119 LHK

CLASS ACTION

~~PROPOSED~~ ORDER APPROVING
SUBSTITUTION OF COUNSEL

Defendants Schwab Investments, Charles Schwab Investment Management, Inc.,
Marianne Byerwalter, Donald F. Dorward, William A. Hasler, Robert G. Holmes, Gerald B.
Smith, Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H.
Wender, and John F. Cogan, hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as
counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

RICHARD A. SCHIRTZER
richardschirtzer@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017-2543
Telephone: (213) 443-3000
Facsimile: (213) 443-3100

JOHN M. POTTER
johnpotter@quinnemanuel.com
PATRICK DOOLITTLE
patrickdoolittle@quinnemanuel.com
KARIN KRAMER
karinkramer@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN, LLP
50 California Street, 22nd Floor
San Francisco, CA 94111-4788
Telephone: (415) 875-6600
Facsimile: (415) 875-6700

The substitution of counsel will take effect upon the Court's entry of the proposed order.

Dated: December 10, 2010

DARRYL P. RAINS
EUGENE ILLOVSKY
CRAIG D. MARTIN
DOROTHY L. FERNANDEZ
MORRISON & FOERSTER LLP

By: /s/ Darryl P. Rains
Darryl P. Rains

1 Dated: December 10, 2010

RICHARD A. SCHIRTZER
JOHN M. POTTER
PATRICK DOOLITTLE
QUINN EMANUEL URQUHART &
SULLIVAN, LLP

2
3
4
5 By: /s/ Patrick Doolittle
Patrick Doolittle

6
7 Defendants hereby agree and consent to this substitution of counsel.

8 Dated: December 10, 2010

SCHWAB INVESTMENTS AND CHARLES
SCHWAB INVESTMENT MANAGEMENT,
INC.

9
10
11 By: /s/ Linda Drucker
Linda Drucker
Associate General Counsel
Charles Schwab & Co.

12
13
14 Dated: December 10, 2010

MARIANNE BYERWALTER

15
16 By: /s/ Marianne Byerwalter
Marianne Byerwalter

17 Dated: December 10, 2010

DONALD F. DORWARD

18
19 By: /s/ Donald F. Dorward
Donald F. Dorward

20
21 Dated: December 10, 2010

WILLIAM A. HASLER

22
23 By: /s/ William A. Hasler
William A. Hasler

24 Dated: December 10, 2010

ROBERT G. HOLMES

25
26 By: /s/ Robert G. Holmes
Robert G. Holmes

1 Dated: December 10, 2010

GERALD B. SMITH

2
3 By: /s/ Gerald B. Smith
Gerald B. Smith

4
5 Dated: December 10, 2010

DONALD R. STEPHENS

6
7 By: /s/ Donald R. Stephens
Donald R. Stephens

8
9 Dated: December 10, 2010

MICHAEL W. WILSEY

10
11 By: /s/ Michael W. Wilsey
Michael W. Wilsey

12
13 Dated: December 10, 2010

CHARLES R. SCHWAB

14
15 By: /s/ Charles R. Schwab
Charles R. Schwab

16
17 Dated: December 10, 2010

RANDALL W. MERK

18
19 By: /s/ Randall W. Merk
Randall W. Merk

20
21 Dated: December 10, 2010

JOSEPH H. WENDER

22
23 By: /s/ Joseph H. Wender
Joseph H. Wender

24
25 Dated: December 10, 2010

JOHN F. COGAN

26
27 By: /s/ John F. Cogan
John F. Cogan

1 GOOD CAUSE APPEARING,

2 IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and
3 hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Schwab
4 Investments, Charles Schwab Investment Management, Inc., Marianne Byerwalter, Donald F.
5 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith, Donald R. Stephens, Michael
6 W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H. Wender, and John F. Cogan.

7 Date: December 13, 2010

8 
9 HONORABLE LUCY H. KOH
10 U.S. District Court Judge